



# 華潤創業有限公司

## China Resources Enterprise, Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 291)

**Proxy form for use at the Annual General Meeting of CHINA RESOURCES ENTERPRISE, LIMITED (the "Company") to be held at 3:30 p.m. on Friday, 24 May 2013 and at any adjournment thereof.**

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (note 2) of HK\$1.00 each in the capital of the Company, hereby  
appoint the Chairman of the meeting or (note 3) \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy at the Annual General Meeting of the Company to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 24 May 2013 at 3:30 p.m. and at any adjournment thereof and to vote on my/our behalf as indicated below (note 4).

ORDINARY RESOLUTIONS		FOR (note 4)	AGAINST (note 4)
1.	To receive and consider the audited Financial Statements and the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2012.		
2.	To declare a final dividend of HK\$0.15 per share for the year ended 31 December 2012.		
3.	(1) To re-elect Mr. Chen Lang as Director.		
	(2) To re-elect Mr. Hong Jie as Director.		
	(3) To re-elect Mr. Liu Hongji as Director.		
	(4) To re-elect Mr. Lai Ni Hium, Frank as Director.		
	(5) To re-elect Mr. Du Wenmin as Director.		
	(6) To re-elect Mr. Yan Biao as Director.		
	(7) To re-elect Mr. Wei Bin as Director.		
	(8) To re-elect Mr. Huang Daoguo as Director.		
	(9) To re-elect Mr. Chen Ying as Director.		
	(10) To fix the fees for all Directors.		
4.	To re-appoint Messrs. PricewaterhouseCoopers as Auditor and to authorise the Directors to fix their remuneration.		
5.	Ordinary Resolution in Item No.5 of the Notice of Annual General Meeting (To give a general mandate to the Directors to repurchase shares of the Company).		
6.	Ordinary Resolution in Item No.6 of the Notice of Annual General Meeting (To give a general mandate to the Directors to issue new shares of the Company).		
7.	Ordinary Resolution in Item No.7 of the Notice of Annual General Meeting (To extend the general mandate to be given to the Directors to issue shares).		

Dated this \_\_\_\_\_ 2013

Shareholder's signature: \_\_\_\_\_ (note 5)

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$1.00 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any of the boxes for each item will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company's registered office at 39th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.